

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF
BRITISH NEUROSCIENCE ASSOCIATION LIMITED**

1. The Company's name is British Neuroscience Association Limited and in this document it is called *The Association*.

2. The Association's registered office is to be situated in England and Wales.

3. The Association's objects (*The Objects*) are as follows:

'To preserve and protect health and advance public education in neurosciences related to health and disease (in particular but not exclusively) by:'

(a) Promoting on a multidisciplinary basis the study of the development structure and function of the nervous system in health and disease.

(b) Promoting the dissemination of information to all those interested in the neurosciences and related disciplines by means of lectures, discussions, meetings and reports from time to time obtained from such researchers.

(c) Advising as far as possible on issues in neurosciences related to health and disease.

(d) Endeavouring to increase public awareness and understanding of neuroscience research in health and disease.

(e) Assisting in the training of neuroscientists and other professionals engaged in neuroscience teaching and research.

(f) Representing the interests of neuroscience researchers and promoting the case for the advancement of neuroscience research in the United Kingdom to government, to agencies providing research funding and to bodies engaged in science administration, regulation and standards.

4. In furtherance of the Objects but not otherwise the Association may exercise the following powers:

(1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association;

(2) to raise funds and to invite and receive contributions: provided that in raising funds the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(3) to acquire, lease, rent, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property, rights or privileges;

(4) subject to such consents as may be required by law to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit and as agreed by the trustees;

(5) to invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) imposed or required by law and subject also as hereinafter provided,

(6) to invest the moneys of the Association in shares of a private company or private companies limited by shares provided that such company or companies shall be wholly owned subsidiaries of the Association;

(7) subject to clause 5 below to employ staff, who shall not be directors of the Association (hereinafter referred to as the trustees), as are necessary for the proper pursuit of the Objects.

(8) to establish or support any regional groups, charitable trusts, associations or institutions formed for all or any of the Objects;

(9) to co-operate with other organisations and bodies operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(10) to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;

(11) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Association shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Association, and no trustee shall be appointed to any office of the Association which is remunerated by way of either salary or fees or the receipt of any other benefit in money or money's worth from the Association: Provided that nothing in this document shall prevent any payment by the Association:

(1) of reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a trustee;

(2) to any member or trustee of reasonable out-of-pocket expenses incurred or to be incurred in attending scientific meetings relevant to the promotion of the Objects or otherwise in attending to the Association's activities.

6. The liability of members is limited. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other charity or charities having objects similar to the Objects and as agreed by the trustees.

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ARTICLES OF ASSOCIATION OF
BRITISH NEUROSCIENCE ASSOCIATION LIMITED

INTERPRETATION

1. In these articles:

the Association means the company intended to be regulated by these articles;

the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

the Articles means these Articles of Association of the Association;

clear days in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

executed includes any mode of execution;

the memorandum means the memorandum of association of the Association;

office means the registered office of the Association;

the seal means the common seal of the Association if it has one;

Secretary means the secretary of the Association, or any other person appointed to perform the duties of the secretary of the Association as detailed by the trustees, unless specified to be the duties of the Secretariat;

the trustees means the directors of the Association (and trustee has a corresponding meaning);

the United Kingdom means Great Britain and Northern Ireland; and

Unless the context requires otherwise, (a) the gender (or lack of gender) of all words used in this document includes the masculine, feminine, and neuter, and (b) the word “including” means “including, without limitation”. Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERS

2.1. The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 52 shall be members of the Association. No person shall be admitted a member of the Association unless his application for membership is approved by the trustees.

2.2. Unless the trustees or the Association in general meeting shall make other provision under Article 52, the trustees may in their absolute discretion permit any member of the Association to retire, provided that after such retirement the number of members is not less than twenty.

GENERAL MEETINGS

3. The Association shall hold an annual general meeting each year in addition to any other meetings in that year; and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty one days' clear notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed. Annual general meetings and extraordinary general meetings may be called by twenty members who are entitled to vote.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted by any meeting unless a quorum is present. Twenty members entitled to vote upon the business to be transacted shall constitute a quorum at an Annual General Meeting and ten members at an Extraordinary General Meeting.

8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.

9. The chairperson of the trustees (normally the President of the Association) or in their absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson nor other such trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting, the trustees present shall elect one of their number to be chairperson and, if there is only one trustee present they shall be chairperson.

10. If no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.

11. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for five days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

12.1. by the chairperson; or

12.2. by at least eleven members having the right to vote at the meeting.

13. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

14. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairperson. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

15. A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

16. In the case of an equality of votes, whether on a show of hands or on a poll the chairman shall be entitled to a casting vote, in addition to any other vote he may have.

17. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18. No notice need be given of a poll not taken immediately if the time and place at which it is taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

19. Subject to Article 16, every member shall have one vote.

20. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Association have been paid.

21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

TRUSTEES

22. The number of trustees shall be not less than five but not more than nine.

23. The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

24. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Association shall be managed by the trustees who may exercise all the powers of the Association. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

25. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers:

- (i) to expend the funds of the Association in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Association such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Association;
- (ii) to enter into contracts on behalf of the Association.

APPOINTMENT AND RETIREMENT OF TRUSTEES

26. The trustees of the Association shall be appointed from the membership and approved by general meetings, each individual appointment for a term of office not usually exceeding four successive years in the first instance, but extendable by a period of not more than two years. No person may be appointed as a trustee:

- (i) unless he has attained the age of 18 years;
- (ii) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 29; and
- (iii) unless he has been a member of the Association for at least twelve successive months and unless all moneys then payable by him to the Association have been paid; and
- (iv) unless he has been elected by a ballot preceding the general meeting which has been open to all members eligible to vote under regulations determined by the trustees and adopted by general resolution.

27. Subject as aforesaid, the Association may by ordinary resolution appoint a person who, not having been duly elected in accordance with Article 26(iv), is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed having been duly elected in accordance with Article 26(iv), he shall vacate office at the conclusion thereof.

28. Subject as aforesaid, a trustee who retires shall not be eligible for reappointment unless one year has elapsed since his retirement.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

29. A trustee shall cease to hold office if he:

- (i) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (ii) resigns his office by notice to the Association (but only if at least four trustees will remain in office when the notice of resignation is to take effect);
- (iii) is absent without the permission of or apology to the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

TRUSTEES' EXPENSES

30. The trustees may receive any payments made in accordance with the provisions of Clause 5 of the Memorandum, but shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS

31. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the trustees may appoint one or more of their number to any unremunerated executive office under the Association. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee.

32. Except to the extent permitted by Clause 5 of the Memorandum, no trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Association is a party.

PROCEEDINGS OF TRUSTEES

33. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee or a member of Council may, and the Secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.

34. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one half of their number or three trustees, whichever is the greater.

35. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

36. The trustees may appoint one of their number (normally the President) to be the chairperson of their meetings and may at any time remove him from that office. The trustee so appointed shall preside at every meeting of trustees at which he is present. If no trustee holds that office or if the trustee holding it is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number as chairperson of the meeting.

37. The trustees may appoint one or more sub-committees consisting of one or more trustees and one or more co-opted members of the Association for the specific purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that a trustee shall be appointed chairperson and that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the trustees, who shall duly record their approval of such acts and proceedings.

38. All acts done by a meeting of trustees, or of a committee of trustees including the Council, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

39. A resolution in writing, signed or assented to by all the trustees entitled to receive notice of a meeting of trustees shall be as valid and effective as if it had been passed at a meeting of trustees. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees, or one document on which shall be recorded by the Secretary the assent of all the trustees.

40. Any bank account in which any part of the assets of the Association is deposited shall be operated by the trustees (normally the Treasurer) and shall indicate the name of the Association and its charitable status. All cheques and orders for the payment of money from such account shall normally be signed by the Treasurer or his nominee, or by two trustees in accordance with the bank mandate.

CHIEF EXECUTIVE

41. Subject to the provisions of the Act, the Chief Executive shall be appointed by the trustees for such term, at such remuneration and upon such conditions as they may think fit; and any Chief Executive so appointed may be removed by them.

MINUTES

42. The trustees shall ensure that the Secretary or his nominee keeps minutes for the purpose:

- (i) of all appointments of officers made by the trustees; and
- (ii) of all proceedings at meetings of the Association and of the trustees and of committees including the names of the trustees present at each such meeting.

THE SEAL

43. The seal shall only be used by the authority of the trustees. Any instrument to which the seal is affixed shall be signed by the Secretary or by one or more trustees.

ACCOUNTS

44. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

45. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

ANNUAL RETURN

46. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

NOTICES

47. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

48. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address notified by him to the Secretary or by leaving it at that address. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted to or left at that address.

49. Any member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

INDEMNITY

50. Subject to the provisions of the Act every trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity in defending proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

51. The payment of any premium in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association shall be made. Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any of them) knew was a breach of duty or breach of trust or which was committed by the trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

RULES

52. The trustees may from time to time make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

- (i) the admission and classification of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the Association in relation to one another, and to the Association's servants;
- (iii) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

53. The Association in general meeting shall have the power to alter, add to or repeal the rules and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Association all such rules, which shall be binding on all members of the Association, provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.